

# **EXHIBIT A**

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF DELAWARE

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In re:	: Chapter 11
NORTHWESTERN CORPORATION.	: Case Nos. 03-12872 (JLP)
Reorganized Debtor.	:
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MAGTEN ASSET MANAGEMENT CORP. and	:
TALTON R. EMBRY,	:
	:
Appellants,	: Civil Action No. 05-548 (JJF)
-v-	:
	:
NORTHWESTERN CORPORATION,	:
	:
Appellee.	:
-----X	

STIPULATION AND PROPOSED ORDER

WHEREAS, the Court issued an Order on October 5, 2006, which provided that the parties to the above-captioned appeal (the "Appeal") shall provide the Court with the status of this action no later than Friday, October 20, 2006 and, if this appeal is not withdrawn or dismissed as moot and briefing is required, the parties' status letter shall include a stipulated proposed briefing schedule;

WHEREAS, the parties have provided the Court with the status of the Appeal in accordance with the Court's October 5, 2006 order;

WHEREAS, the parties have agreed upon the briefing schedule set forth herein;

NOW THEREFORE, IT IS HEREBY STIPULATED AND ORDERED, that the parties shall adhere to the following agreed-upon briefing schedule:

Appellant's Opening Brief on appeal shall be filed on or before December 21, 2006.

Appellee's Answering Brief on appeal shall be filed on or before February 16, 2007.

Appellant's Reply Brief on appeal shall be filed on or before March 16, 2007.

Dated: Wilmington, Delaware  
October 20, 2006

SO STIPULATED, By:

BLANK ROME LLP

GREENBERG TRAURIG LLP

/s/ Dale R. Dubé  
Dale R. Dubé (I.D. No. 2863)  
1201 Market Street, Suite 800  
Wilmington, DE 19801  
Phone: (302) 425-6400  
Fax: (302) 425-6464

/s/ Dennis A. Meloro  
Victoria Counihan (I.D. No. 3488)  
Dennis A. Meloro (I.D. No. 4435)  
The Nemours Building  
1007 North Orange Street, Suite 1200  
Wilmington, DE 19801  
Phone: (302) 661-7000  
Fax : (302) 661-7360

-and-

-and-

FRIED, FRANK, HARRIS, SHRIVER &  
JACOBSON LLP  
Bonnie Steingart  
Gary Kaplan  
One New York Plaza  
New York, NY 10004-1980  
Phone: (212) 859-8000  
Fax: (212) 859-4000

PAUL, HASTINGS, JANOFSKY &  
WALKER LLP  
Jesse H. Austin III  
600 Peachtree Street N.E., 24<sup>th</sup> Floor  
Atlanta, GA 30308  
Phone: (404) 815-2400  
Fax: (404) 815-2424

*Attorneys for Appellee NorthWestern Corporation*

*Attorneys for Appellants Magten Asset  
Management Corporation and Talton R. Embry*

SO ORDERED this \_\_\_\_\_ day of \_\_\_\_\_, 2006.

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HON. JOSEPH J. FARNAN, JR.  
UNITED STATES DISTRICT JUDGE